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**UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

PAYWARD, INC.; PAYWARD VENTURES,
INC.,

Defendants.

CASE NO.: 3:23-cv-06003-WHO

Judge: Hon. William H. Orrick III
Complaint Filed: November 20, 2023
Current Initial CMC Date: February 20,
2024
Trial Date: None

**DECLARATION OF RAHUL MUKHI
IN SUPPORT OF DEFENDANTS'
ADMINISTRATIVE MOTION TO
CONTINUE CASE MANAGEMENT
CONFERENCE**

1 I, Rahul Mukhi, declare as follows:

2 1. I am a partner with the law firm Cleary Gottlieb Steen & Hamilton LLP and counsel
3 of record for Defendants Payward, Inc. and Payward Ventures, Inc. (“Defendants” and together with
4 Plaintiff Securities and Exchange Commission (“Plaintiff”), the “Parties”) in the above-captioned
5 matter. I am admitted to practice law in the state of California and before this Court.

6 2. I make this declaration in support of Defendants’ Administrative Motion to Continue
7 Case Management Conference (“CMC”) pursuant to Civil Local Rules 6-1(b), 6-3, and 7-11, and
8 Section 1(d) of the Court’s Case Management Conference Order. I have personal knowledge of the
9 following facts and, if called as a witness, I could and would testify competently thereto.

10 3. On December 8, 2023, the Court entered an Order (ECF No. 17) setting the CMC for
11 February 20, 2024.

12 4. After meeting and conferring, the Parties reached agreement to stipulate to a briefing
13 schedule with Defendants’ motion seeking dismissal (the “Dismissal Motion”) due on or before
14 February 22, 2024, Plaintiff’s opposition due on or before April 9, 2024, and Defendants’ reply in
15 support of the Dismissal Motion due on or before May 9, 2024, with a hearing on the Dismissal
16 Motion noticed for June 12, 2024.

17 5. In the Dismissal Motion, Defendants will argue that the Complaint should be
18 dismissed as a matter of law even accepting Plaintiff’s allegations as true. Therefore, no discovery
19 will be necessary to adjudicate the Dismissal Motion. Defendants anticipate that the Dismissal
20 Motion will seek to dismiss the Complaint in full.

21 6. The SEC has informed Defendants that it does not oppose a motion to continue the
22 CMC to the same day as the hearing on the Dismissal Motion.

23 7. No previous time modifications in this case have been sought or granted, other than
24 the stipulation on the briefing schedule for the Dismissal Motion filed on January 10, 2024.

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1 8. The time modification requested in this motion would not have any significant effect
2 on the schedule for this case, which has not yet been set beyond the Dismissal Motion.

3 I declare under penalty of perjury, under the laws of the State of California and the United
4 States, that the foregoing is true and correct.

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6 Dated: January 10, 2024

CLEARY GOTTlieb STEEN &
HAMILTON LLP

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8 By: /s/ Rahul Mukhi
Rahul Mukhi

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10 *Counsel for Defendants Payward, Inc. and*
11 *Payward Ventures, Inc.*
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